



rugby estates plc

NOTES

- 1. To be valid, completed forms must be returned to the Company by one of the following methods:
(a) in hard copy form by post, by courier or by hand to the Company's Registrar at the address shown overleaf; or
(b) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, and in each case must be received by the Company by 10.30 a.m. on Friday 25 June 2010.
2. A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
3. This form enables you to instruct your proxy how to vote, whether on a show of hands or on a poll, on the resolutions to be proposed at the meeting.
4. Every member has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting.
5. To appoint more than one proxy you may photocopy this form.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to

- the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
7. Returning the Form of Proxy will not prevent you from attending the Meeting and voting in person.
8. (a) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual.
(b) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual.
(c) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
(d) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages.
(e) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages.



rugby estates plc

unique shareholder identifier number: []

RUGBY ESTATES PLC
FORM OF PROXY FOR ANNUAL GENERAL MEETING

PLEASE READ THE NOTICE OF THE MEETING AND THE ACCOMPANYING NOTES CAREFULLY BEFORE COMPLETING THIS PROXY FORM

I/We
of

being [a] member[s] of Rugby Estates Plc (the "Company") appoint the Chairman of the Annual General Meeting (see notes 4 and 5)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 28 June 2010 at 10.30 a.m. and at any adjournment of the Annual General Meeting, on the following resolutions as indicated by an 'X' in the appropriate box, and on any other resolutions as he/she thinks fit:

Table with 5 columns: Business, For, Against, Vote Withheld, Discretionary. Rows include Resolution 1 (Directors' Report), Resolution 2 (Andrew Wilson), Resolution 3 (John Jackson), Resolution 4 (BDO LLP), Resolution 5 (Directors' remuneration), Resolution 6 (Share allotment), Resolution 7 (Share allotment), Resolution 8 (Market purchases).

Dated 2010 Signature



BUSINESS REPLY SERVICE
Licence No. SEA 10846



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